

County of Loudoun
Department of Planning

MEMORANDUM

DATE: March 13, 2008

TO: Ginny Rowen, Project Manager
Land Use Review

FROM: Sarah Milin, Planner *sm*
Community Planning

SUBJECT: SPEX 2008-0004 Dulles Landing – Walmart Outdoor Sales
SPEX 2008-0015 Dulles Landing – Petsmart Indoor Kennel
SPEX 2008-0016 Dulles Landing – Petsmart Accessory Uses

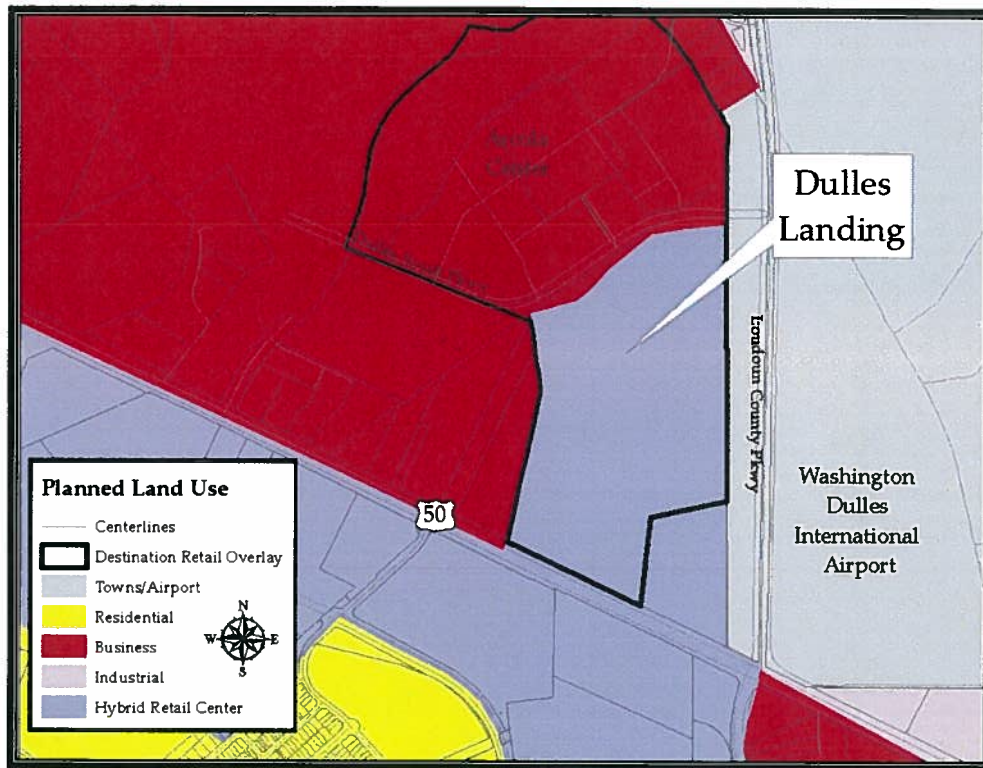
BACKGROUND

Beatty Limited Partnership requests approval of three Special Exceptions to allow Wal-Mart to operate an outdoor Garden Center on the southern end of its building and PetSmart to operate an indoor kennel which will provide grooming and animal hospital services within the approved Dulles Landing shopping center. In 2007, the subject property was rezoned to PD-CC-RC (Planned Development – Commercial Center – Regional Center) to permit up to 800,000 sq ft of uses pursuant to ZMAP 2004-0016. The property is located on the north side of Route 50, south of Evergreen Mill Road, and just west of the Loudoun County Parkway (Route 606). It is governed under the provisions of the Revised 1993 Zoning Ordinance.

Because no changes to the approved site design are requested, staff has not analyzed the proposal for conformance with the green infrastructure policies of the Revised General Plan.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The proposed development site is located within the Dulles Community in the Suburban Policy Area. It is governed by the Revised General Plan, as amended by the Arcola Area/Route 50 Corridor Plan (CPAM 2005-0007). The policies of the Countywide Retail Plan Amendment (Retail Plan) also apply. The subject site is designated for Hybrid Retail Center uses with a Destination Retail Overlay, as shown on the figure on pg. 2 (CPAM 2005-0007, *Planned Land Use Map*).



ANALYSIS

Land Use

The Plan calls for the development of retail centers within the designated Hybrid Retail Center area that primarily serve the surrounding community, but can also include some regional retail uses. Plan policies envision that such centers will provide for convenience and routine shopping needs (e.g., foods, pharmaceuticals, cleaners, banking) as well as some comparative and specialty goods (e.g., apparel, hardware, appliances) (*CPAM 2005-0007, Policy 2, p. 7*). The destination retail overlay on the subject site would also permit the development of larger-scale retail uses that offer a variety of comparative and specialty retail shopping goods and may include an entertainment component such as theaters (*Retail Plan, Policy 1, p. 7*).

The proposed Special Exception uses will increase the variety of products and services that can be provided by two retailers within the approved Dulles Landing shopping center. Namely, it would allow Wal-Mart, which has leased the space labeled "Anchor Building Envelope" on the approved rezoning plat, to operate up to 17,549 sq ft of outdoor sales in two locations on the southern end of their building. According to the Statement of Justification, "a Garden Center is an important and customary component of the program at the majority of Wal-Mart stores. ... The use is purposely oriented to the interior of the Property to minimize visual impact from Dulles South Boulevard. A fence, approximately twelve feet high in the front and 20 feet high on the side and rear,

constructed of stone and metal and designed to complement the character of the building, is meant to establish a perimeter around the use and to provide security". An illustrative depicting the garden center is provided on Sheet 8.

The other two proposed Special Exceptions would allow PetSmart to operate an indoor kennel (a 'PetsHotel') within their retail building. As currently proposed, the kennel would comprise approximately 10,551 sq ft of the 27,500 sq ft store, or approximately 38% of the total space. According to the Statement of Justification, the proposed kennel is entirely an indoor facility, is designed and operated to incorporate measures to eliminate any nuisance caused by sound, odor and/or pet waste, and has no outdoor activities. In addition to boarding facilities, the proposed kennel will provide grooming and animal hospital services. Information regarding a noise survey for two PetSmart stores in Arizona and an analysis of odors at PetSmarts/PetsHotels in North Carolina was included in the application materials as background materials.

The Applicant has also requested a minor modification to the Special Exception in order to allow these accessory uses to occupy a higher percentage of the gross floor area than the Zoning Ordinance currently allows. Specifically, the application proposes to allow up to 19% of the gross floor area to be used as an animal hospital (as opposed to the 10% allowed by Section 5-606(B)(3)) and allow accessory uses on up to 29% of the gross floor area (in excess of the 25% specified in the Ordinance), as outlined in the following table:

Accessory Uses for Indoor Kennels

Accessory Use	Percentage Allowed per Section 5-606(B)(3)	Proposed Percentage
Retail Sales	Up to 10%	0%
Veterinary Services	Up to 10%	0%
Animal Hospital	Up to 10%	19%
Grooming	Up to 10%	9%
Total	Up to 25%	29%

The proposed Special Exception uses are typical and customary within larger scale/regional retail centers, such as Dulles Landing. There are no surrounding residential uses that may be negatively impacted by the proposed uses. The only site design change that is being proposed is the addition of a fenced outdoor sales area adjacent to the Wal-Mart building. The building elevations provided on Sheet 8 depict a high quality of design and materials that is consistent and compatible to the architecture anticipated within the retail center. Commitments regarding architectural design and the use of this area for the sale of outdoor-related items only are recommended. Staff notes that reduced glare lighting commitments, approved with ZMAP 2004-0016, would apply to these Special Exception uses.

Regarding the indoor kennel, the Revised 1993 Zoning Ordinance contains standards regarding indoor kennels, for example that there can be no outdoor activity; there can be no opening to the outside except required ingress/egress and ventilation equipments; that there will be an animal waste handling plan; and that the maximum allowable dB(A) level of impulsive sound emitted from the use, as measured at the property line, shall not exceed 55dB(A). A commitment to the proper disposal of deceased animals, if such a service is to be provided in the proposed animal hospital, is recommended.

Staff finds that the proposed integration of an outdoor sales area and an indoor kennel within the approved Dulles Landing shopping center is consistent with site's land use designation as outlined in the Revised General Plan.

RECOMMENDATIONS

Community Planning staff has no issues with the requested Special Exceptions to provide an outdoor sales area and an indoor kennel with grooming and animal hospital services within the approved Dulles Landing shopping center provided the Applicant commits to the following:

- The use of the proposed outdoor sales area for the sale of outdoor-related items only;
- The architecture and design of the outdoor sales area; and
- The proper disposal of deceased animals, if such a service will be provided within the proposed animal hospital (i.e., that they will be disposed of off site and removed from the site by a qualified removal service and on-site handling will comply with all of the applicable requirements of the Health Department and all other Loudoun County and State regulations).

Staff would be happy to meet with the applicant to discuss these issues.

cc: Julie Pastor, AICP, Planning Director
Cynthia Keegan, AICP, Program Manager – via e-mail

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL



DATE: May 5, 2008

TO: Ginny Rowen, Project Manager, Department of Planning

FROM: Teresa H. Miller, Planner

CC: Marilee L. Seigfried, Deputy Zoning Administrator

CASE NUMBER AND NAME: SPEX-2008-0004, SPEX-2008-0015, SPEX-2008-0016
Dulles Landing, 2nd submission

TAX MAP / PARCEL NUMBERS: 101/////////90/

MCPI: 163-29-1069

Zoning Administration has reviewed the 2nd submission of the above referenced **Special Exception (SPEX)** application and has the following comments.

All zoning comments have been addressed at this time.

COUNTY OF LOUDOUN
MEMORANDUM
DEPARTMENT OF BUILDING AND DEVELOPMENT

DATE: March 21, 2008

TO: Ginny Rowen, Project Manager, Department of Planning

FROM: Teresa H. Miller, Planner, Zoning Administration *THM*

THROUGH: *ms*
Marilee Seigfried, Deputy Zoning Administrator

CASE NUMBER AND NAME: SPEX-2008-0004, Dulles Landing Outdoor Accessory Sales
SPEX-2008-0015, Dulles Landing PetsMart Indoor Kennel
SPEX-2008-0016, Dulles Landing PetsMart Accessory Uses

TAX/MAP PARCEL NUMBER: 101////////90/

MCPI: 163-29-1069

Zoning Administration has reviewed the above referenced **Special Exception (SPEX)** application for conformance to the Revised 1993 Loudoun County Zoning Ordinance and has the following comments.

Statement of Justification

1. The Section reference for Outdoor Sales Area needs to be updated. The correct Section within the Revised 1993 Loudoun County Zoning Ordinance is Section 4-204(B)(6).
2. The Section reference for Kennel needs to be updated. The correct Section within the Revised 1993 Loudoun County Zoning Ordinance is Section 4-204(D)(1).
3. Regarding the Modification request to Section 5-606(B)(3), the Statement of Justification states Section 6-1316 of the Revised 1993 Loudoun County Zoning Ordinance permits minor modifications to special exceptions. Section 6-1316 is for modifications of approved special exceptions. It appears that the applicant is requesting a modification of the additional regulations for Kennels/Indoor Kennels, specifically Section 5-606(B)(3). Modifications to these regulations are permitted by Minor Special Exception. Please update the Statement of Justification to reference the correct type of request.
4. Attachment 6 of the Statement of Justification titled *Standard Language used to describe PetsMart's services*, lists Veterinary Facility as one of the accessory uses. Please be advised that Veterinary Service is a separate and distinct use from Animal Hospital. Please revise Attachment 6 to reference the correct use, Animal Hospital, to be consistent with the applicant's request.

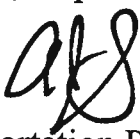
Special Exception Plan


5. List all application numbers on the cover sheet under the title. (SPEX-2008-0004, SPEX-2008-0015 and SPEX-2008-0016)
6. Please update Sheets 6 and 7, Notes 3 to reference the Revised 1993 Loudoun County Zoning Ordinance instead of the Loudoun County Zoning Ordinance revised in 1993.
7. The print on Sheet 8, Building Elevations, is not legible. Please submit a more legible copy of the Building Elevations for staff's reference.

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: April 25, 2008

TO: Ginny Rowen, Project Manager, Department of Planning

THRU: Art Smith, Senior Coordinator 

FROM: George Phillips, Senior Transportation Planner 

SUBJECT: SPEX 2008-0004 Dulles Landing Walmart Outdoor Sales
SPEX 2008-0015 Petsmart Indoor Kennel
SPEX 2008-0016 Petsmart Accessory Uses
Second Referral

Location: North side of Route 50 and west of Route 606

Background

In response to initial OTS comments dated February 26, 2008, the applicant has provide a response letter dated April 17, 2008, a revised traffic memorandum dated April 17, 2008 by Wells & Assoc. and a revised concept plan dated April 16, 2008 by Bohler Engineering, P.C. for review. Discussed below are the original OTS comments, the applicant's response and whether the issue has been adequately addressed.

Transportation Comments

1. More traffic information is needed. As noted above under Trip Generation Information, trip generation information was not provided for two of the proposed uses. Only information on the proposed kennel was provided. This

Attachment 1 C

A-8

needs to be provided to better understand the traffic impacts. Also, HCS analysis may be needed. This will be finally determined once additional trip generation information is provided. **The applicant has provided clarification in the revised traffic memo which clarifies the specific trip generation for the proposed uses. In addition, it is clear that the proposed uses within the 722,675 total square feet of retail to be built will generate fewer trips than the approved 800,000 square feet. Issue adequately addressed.**

2. The specific parking requirements for the proposed uses need to be understood in order to insure that adequate parking can be provided. **The applicant has provided the parking tabulations on sheets 6 and 7 of the special exception plat which indicate surplus parking. Issue adequately addressed.**

Conclusion

The applicant has adequately addressed the above outstanding issues. Therefore, the Office of Transportation Services would not object to the approval of this application.

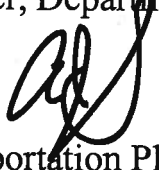
GRP/Dulleslanding ZMAP2004-0016/Second Referral


D Drive/C drive files

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: February 26, 2008

TO: Ginny Rowen, Project Manager, Department of Planning

THRU: Art Smith, Senior Coordinator 

FROM: George Phillips, Senior Transportation Planner 

SUBJECT: SPEX 2008-0004 Dulles Landing Walmart Outdoor Sales
SPEX 2008-0015 Petsmart Indoor Kennel
SPEX 2008-0016 Petsmart Accessory Uses

Location: North side of Route 50 and west of Route 606 (Attachment 1)

Background

The applicant is seeking approval of three special exceptions to allow an outdoor storage sales area, an indoor kennel and accessory uses over 10% and to allow the total of accessory uses to exceed 25%. The applicant has submitted traffic information dated January 15, 2008 by Wells & Assoc., a concept plan dated January 15, 2008 by Bohler Engineering, P.C. and a statement of justification from the applicant dated January 15, 2008.

Existing & Proposed Road Network

Route 50 - This four lane divided principal arterial runs along the southern boundary of the site. It includes unpaved shoulders and a 55-mph speed limit. Based on the latest available (2006)VDOT traffic counts, this road segment carries 32,000 annual average daily vehicle trips. The Countywide Transportation Plan

(CTP) calls for Route 50 to be a six lane divided limited access principal arterial with grade separated interchanges. This would include a grade separated interchange at Route 606 (Loudoun County Parkway in the future) at the southeast portion of the site. All at-grade access will be terminated. Bicycle accommodations are to be considered in the design and may require additional right of way.

Route 606 (Future Loudoun County Parkway)- This road has been widened to a four lane divided facility adjacent to the site. It also includes traffic signals at Route 50 and Route 621. It includes a 45-MPH speed limit. Based on the latest available (2006) VDOT traffic counts, this road segment carries 27,000 annual average daily vehicle trips. Route 606 is an important road which connects Route 50 to the Dulles Greenway and Route 28. The CTP calls for this portion of Route 606 to become part of the Loudoun County Parkway. It will be a six-lane divided minor arterial within 120 feet of right of way and include right and left turn lanes at all major intersections, a 60-mph design speed and desirable median crossover spacing of 1,000 feet. Bicycle accommodations are also to be considered in the design and may require additional right-of-way.

Route 50 North Collector Road - The CTP describes this as a future parallel road on the north side of Route 50 which will run east- west between Route 609 and Route 860. It is ultimately planned to be six-lane median divided urban collector within 120 feet of right of way in the vicinity of the site. It will include a 40-mph design speed, turn lanes at all major intersections and desirable median cross over spacing of 700 feet.

Proffered Improvements

On June 14, 2007 the Loudoun Board of Supervisors approved the Dulles Landing Shopping Center under ZMAP 2004-0016. This is the approved site upon which the applicant proposes the special exceptions. This allowed development of an 800,000 gsf retail shopping center. The transportation related proffers with this approval include right of way dedication for improvements to Route 50, Route 606, Dulles South Boulevard (Route 50 North Collector Road) and the planned interchange at Route 50/Route 606 (Loudoun County Parkway). Also included are construction commitments including adding a third southbound lane on Loudoun County Parkway between the Route 50 North Collector Road and Route 50, dual left turn lanes on eastbound Route 50 to northbound Route 606 (Loudoun County Parkway), frontage improvements (3rd westbound lane plus turn lane) on Route 50,

construction of the Route 50 North Collector Road (Dulles South Boulevard) along the site frontage as a four lane divided facility including insuring that it is constructed to Hutchison Farm Road in concert with Arcola Center and a \$2 million contribution for regional road improvements which could be used toward the planned Route 50/Route 606(Loudoun County Parkway) interchange.

Trip Generation Information

Based on the applicant's traffic study which applied specific count data for a Pet Smart store in Fairfax Virginia, the proposed indoor kennel club would generate 51 a.m. peak hour, 158 p.m. peak hour and 1,737 daily vehicle trips. Please note however that the traffic information is for the indoor kennel and did not include trip generation data for the proposed out door storage area or the expansion of accessory uses.

Transportation Comments

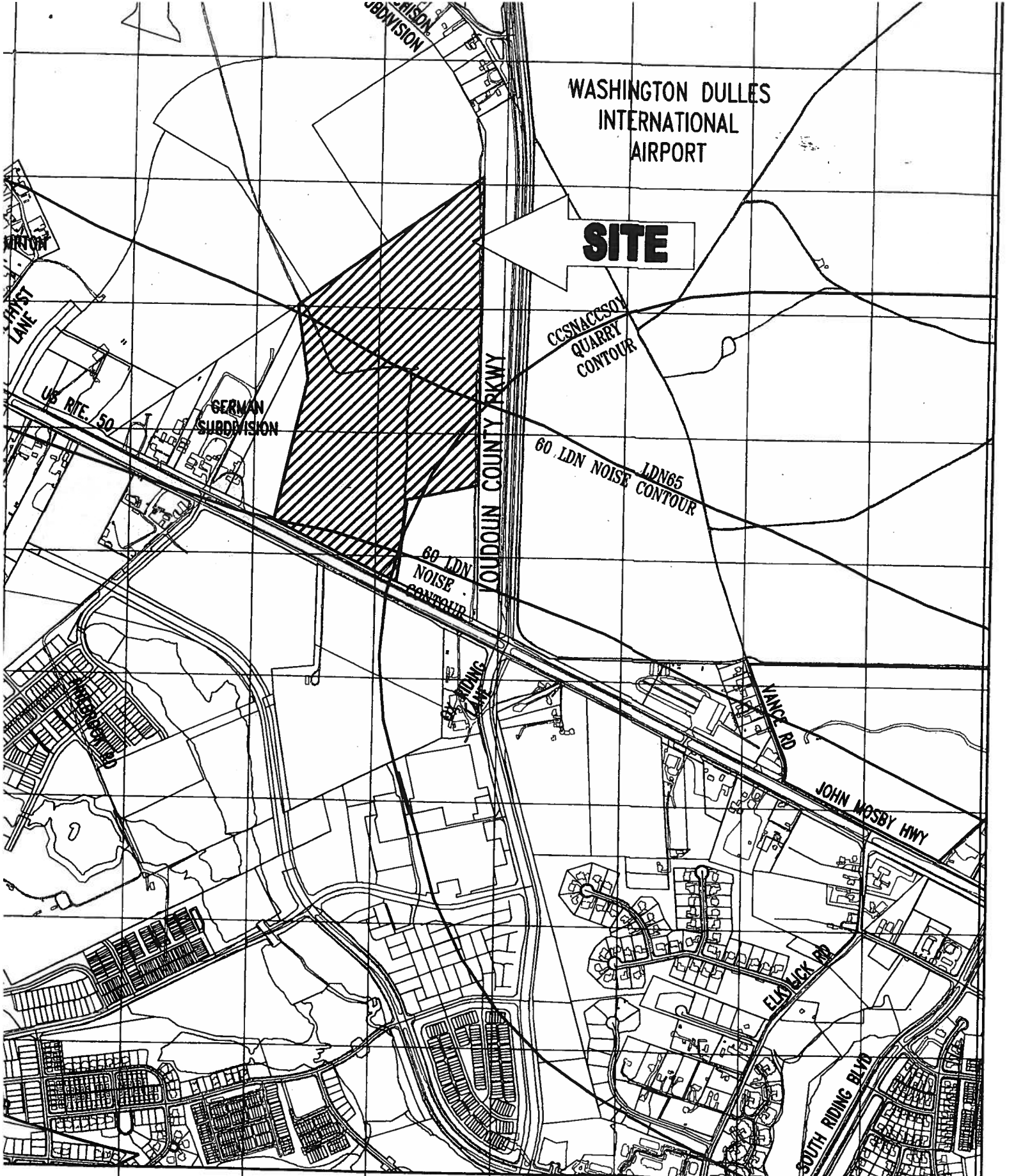
1. More traffic information is needed. As noted above under Trip Generation Information, trip generation information was not provided for two of the proposed uses. Only information on the proposed kennel was provided. This needs to be provided to better understand the traffic impacts. Also, HCS analysis may be needed. This will be finally determined once additional trip generation information is provided.
2. The specific parking requirements for the proposed uses need to be understood in order to insure that adequate parking can be provided.

Conclusion

The Office of Transportation Services has no recommendation at this time. Further traffic information is needed.

GRP/Dulleslanding ZMAP2004-0016

D Drive/C drive files



WASHINGTON DULLES
INTERNATIONAL
AIRPORT

SITE

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JOHN MOSBY HWY

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COMMONWEALTH of VIRGINIA

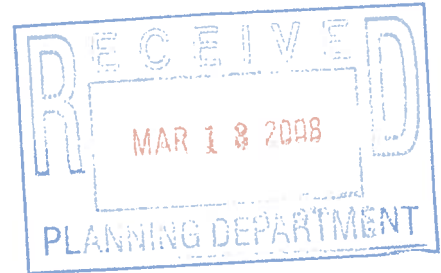
DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

March 11, 2008

Ginny Rowen, Project Manager
County of Loudoun
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000



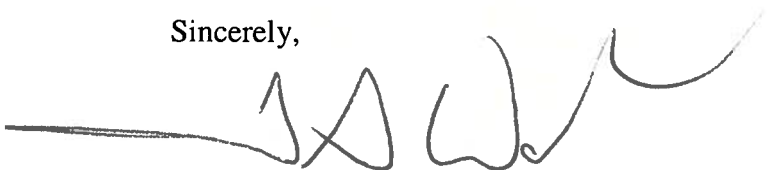
Re: Dulles Landing Wal-Mart and Petsmart
Loudoun County Plan Number SPEX 2008-0004, 0015, 0016

Dear Ms. Rowen:

This office has reviewed the referenced applications, and we have no objection to approval of the Special Exception uses, as they should present no significant additional traffic impacts beyond the previously approved land uses in the Dulles Landing development.

If you have any questions, please call me at (703) 383-2041.

Sincerely,


Thomas B. Walker
Senior Transportation Engineer



880 Harrison Street, SE • P.O. Box 4000 • Leesburg, Virginia 20177-1403 • www.lcsa.org

March 4, 2008



Ms. Ginny Rowen
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, VA 20177-7000

Re: SPEX – 2008-0004, SPEX-2008-0015; SPEX-2008-0016; Dulles Landing

Dear Ms. Rowen:

The Sanitation Authority has reviewed the referenced Special Exception Applications. Public water and sanitary sewer service could be provided to this site through extension of existing facilities.

Should offsite easements be required to extend public water and/or sanitary sewer to this site, the applicant shall be responsible for acquiring such easements and dedicating them to the Authority at no cost to the County or to the Authority. Public water and sanitary sewer service would be contingent upon the developer's compliance with the Authority's *Statement of Policy; Rate, Rules and Regulations*; and Design Standards.

Should you have any questions, please contact me.

Sincerely,

A handwritten signature in blue ink that reads "Julie Atwell". The signature is fluid and cursive, with the first name "Julie" being more prominent.

Julie Atwell
Engineering Administrative Specialist

Dale C. Hammes, P.E.
General Manager/Treasurer

Richard C. Thoesen, P.E.
Deputy General Manager



LOUDOUN COUNTY, VIRGINIA
Department of Fire, Rescue and Emergency Management
803 Sycolin Road, Suite 104 Leesburg, VA 20175
Phone 703-777-0333 Fax 703-771-5359



MEMORANDUM

To: Ginny Rowen, Project Manager
From: Maria Figueroa Taylor, Fire-Rescue Planner
Date: March 27, 2008
Subject: Dulles Landing
SPEX 2007-0004, SPEX 2007-0015 and SPEX 2007-0016

Thank you for the opportunity to review the above-captioned applications. The Fire and Rescue Planning Staff is not opposed to the applications as proposed.

If you have any questions or need additional information, please contact me at 703-777-0333.



C: Project file

*Teamwork * Integrity * Professionalism * Service*

Attachment 1 E

A-16

APPLICATION NUMBER: _____

I, Keith C. Martin, do hereby state that I am an
 _____ applicant

X applicant's authorized agent listed in Section B.1. below

in application Number(s): _____

and that to the best of my knowledge and belief, the following information is true:

B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
163-29-1069	Beatty Limited Partnership	6824 Elm Street, Suite 200 McLean, VA 22101	Applicant/Title Owner
	Sack Harris & Martin, PC	8270 Greensboro Drive, Suite 810 McLean, VA 22102	Agent/Attorney
	Wal-Mart Real Estate Business Trust *See attachment	702 SW 8 th Street Bentonville, Arkansas 72716	Agent
	PetSmart, Inc.	19601 North 27 th Avenue Phoenix, AZ 85027	Agent
	Perkowitz & Ruth Architects	111 W. Ocean Boulevard, 21 st Floor Long Beach, CA 90802	Agent
	Bohler Engineering VA, LLC	35 Technology Drive Warren NJ	Agent
	Hendricksen, The Care of Trees, Inc.	275C 12 th Street Wheeling, IL 60090	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X Real Parties of Interest information is continued on an additional copy of page B-1

If multiple copies of this page are provided please indicate Page 1 of 2 pages.

APPLICATION NUMBER: _____

I, Keith C. Martin, do hereby state that I am an
____ applicant

X applicant's authorized agent listed in Section B.1. below

in application Number(s): _____

and that to the best of my knowledge and belief, the following information is true:

B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
163-29-1069	M.J. Wells & Associates, LLC	1420 Spring Hill Road, Suite 600 McLean, VA 22102	Agent
	Whitestone Associates, Inc.	35 Technology Drive Warren, NJ 07509	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

____ Real Parties of Interest information is continued on an additional copy of page B-1

If multiple copies of this page are provided please indicate Page 2 of 2 pages.

APPLICATION NUMBER: _____

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Beatty Limited Partnership
6824 Elm Street, Suite 200, McLean, VA 22101

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Guy E. Beatty	General Partner
Betty L. Beatty	Limited Partner
John M. Beatty	Limited Partner
Susan L. Beatty	Limited Partner

Check if applicable:

☐ Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

☐ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☐ Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☒ Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page _____ of _____ pages.

APPLICATION NUMBER: _____

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Sack Harris & Martin, P.C.

8270 Greensboro Drive, Suite 810, McLean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
James M. Sack	
Robert A. Harris, IV	
Keith C. Martin	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page of pages.

APPLICATION NUMBER: _____

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Wal-Mart Stores, Inc.702 SW 8th Street, Bentonville, Arkansas 72716-0550

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

B. MANDATORY DISCLOSURES (Cont'd for Wal-Mart Real Estate Business Trust)**1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST**

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

Wal-Mart Real Estate Business Trust702 S.W. 8th Street

Bentonville, Arkansas 72716

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
Wal-Mart Real Estate Business Trust	702 SW 8 th Street Bentonville, Arkansas 72716	Lessee
Eric S. Zorn		Trustee
Wal-Mart Property Co., a Delaware corporation		Beneficiary
Thomas C. Kleine, Esq. Carl H. Bivens, Esq. Derek R. Redmond, Esq.	Troutman Sanders LLP 222 Central Park Ave. Virginia Beach, VA 23462	Attorneys
Antonio Ocasio, Esq.	Wal-Mart Stores, Inc. 2001 Southeast 10 th Street Bentonville, AR 72716	Attorney

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Wal-Mart Real Estate Business Trust*

702 SW 8th Street, Bentonville, Arkansas 72716

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below. *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* X *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
*See attachment	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 X Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Wal-Mart Stores East, Inc., a Delaware corporation
702 SW 8th Street, Bentonville, Arkansas 72716-0550

Description of Corporation:

 X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Wal-Mart Stores, Inc., a Delaware corporation	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 X Additional shareholder information is continued on an additional copy of page B-2

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APPLICATION NUMBER: _____

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Name and Address of Corporation (complete name, street address, city, state, zip)

Wal-Mart Property Co., a Delaware corporation
702 SW 8th Street, Bentonville, Arkansas 72716-0550

Description of Corporation:

 X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Wal-Mart Stores East, LP, a Delaware limited partnership	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 X Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Wal-Mart Stores East, LP, a Delaware limited partnership
702 SW 8th Street, Bentonville, Arkansas 72716-0550

___ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
WSE Management, LLC, a Delaware limited liability company	General Partner of Wal-Mart Stores East, LP
WSE Investment, LLC, a Delaware limited liability company	Limited Partner of Wal-Mart Stores East, LP

Check if applicable:

___ Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

___ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

X Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

WSE Management, LLC, a Delaware limited liability company
702 SW 8th Street, Bentonville, Arkansas 72716-0550

____ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Wal-Mart Stores East, Inc., a Delaware corporation	Sole Member of WSE Management, LLC

Check if applicable:

____ Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

____ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

X Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.

APPLICATION NUMBER: _____

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The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

WSE Investment, LLC, a Delaware limited liability company
702 SW 8th Street, Bentonville, Arkansas 72716-0550

___ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Wal-Mart Stores East, Inc., a Delaware corporation	Sole Member of WSE Investment, LLC

Check if applicable:

___ Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

___ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

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Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.

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APPLICATION NUMBER: _____

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The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

PetSmart, Inc.

19601 North 27th Avenue, Phoenix, AZ 85027

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below. *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* X *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
<i>PUBLICLY TRADED</i>	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

DATE AFFIDAVIT IS NOTARIZED: January 16, 2008

Page B2

APPLICATION NUMBER: _____

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

Revised May 10, 2007

A-30

APPLICATION NUMBER: _____

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Name and Address of Corporation (complete name, street address, city, state, zip)

Perkowitz & Ruth Architects*

111 W. Ocean Boulevard, 21st Floor, Long Beach, CA 90802

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
*See attached list	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page B-2*If multiple copies of this page are provided please indicate Page of pages.

Employee List

Thursday, December 20, 2007

Perkowitz+Ruth Architects

3:21:44 PM

Full Name	Leadership Role
Tarek A. Anan	05 - Associate
Ronald E. Bernhardt	04 - Senior Associate
Rene E. Boggio	05 - Associate
Michael P. Bohn	04 - Senior Associate
Winston L. Chang	04 - Senior Associate
Edmond H. Classen	05 - Associate
Gary W. Clements	02 - Principal
James G. Damron	07 - Director
Wilson B. Deomampo	05 - Associate
Kirk M. Ellis	05 - Associate
Mitra B. Esfandiari	04 - Senior Associate
Nicholas T. Frankart	06 - Senior Director
Charles F. Garrison	07 - Director
Lauren M. Glick	07 - Director
Melinda E. Gormley	07 - Director
Donald R. Grainger	03 - Associate Principal
Sharon L. Gunther	06 - Senior Director
Yong E. Heng	05 - Associate
Scott D. Jackson	05 - Associate
Scott M. Jackson	07 - Director
Antoinette Job	07 - Director
Alec W. Johnson	05 - Associate
Hans R. Kaufmann	05 - Associate
David W. Littman	05 - Associate
Deborah B. Loayza	05 - Associate
Marcus D. Luciani	05 - Associate
George S. Marshall	05 - Associate
Deborah L. McCutchen	05 - Associate
	07 - Director
Sean P. Meehan	05 - Associate
James K. Mericle	05 - Associate
	07 - Director
Kim S (Larry) Ong	07 - Director
Richard J. Overlay	04 - Senior Associate
Vasilis Papadatos	04 - Senior Associate
Simon Perkowitz	01 - Board of Directors
	02 - Principal
Steven J. Phillips	05 - Associate
	07 - Director
Branko Prebanda	01 - Board of Directors
	02 - Principal
Alan W. Pullman	01 - Board of Directors
	02 - Principal
Steven J. Ruth	01 - Board of Directors

Employee List

Thursday, December 20, 2007 - 3:21:44 PM

Full Name	Leadership Role
	02 - Principal
David A. Sabunas	05 - Associate
Michael D. Salmon	04 - Senior Associate
Marios A. Savopoulos	02 - Principal
Joseph Serruya	05 - Associate
Mary Ann Snyder	07 - Director
J. Todd Stoutenborough	02 - Principal
Stoyan D. Stoyanov	05 - Associate
James M. Thury	05 - Associate
Donald T. Todd Jr.	05 - Associate
Ko-Liang M. Tseng	05 - Associate
Sean R. Unsell	05 - Associate
John D. Vann IV	05 - Associate
Bradley J. Williams	05 - Associate
Brian E. Wolfe	01 - Board of Directors
	02 - Principal
Henry G. Wong	04 - Senior Associate
Ted Yoshizaki	04 - Senior Associate

APPLICATION NUMBER: _____

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Bohler Engineering VA, LLC
35 Technology Drive, Warren, NJ 07509

___ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Bohler Engineering, PC	Managing Member

Check if applicable:

___ Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

___ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

___ Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.

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APPLICATION NUMBER: _____

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Name and Address of Corporation (complete name, street address, city, state, zip)

Bohler Engineering, PC

22630 Davis Drive, Suite 200, Sterling, VA 20164

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Ludwig H. Bohler	President and Treasurer
Lewis D. Sidorsky	Secretary

Check if applicable:

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

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Name and Address of Corporation (complete name, street address, city, state, zip)

Hendricksen, The Care of Trees

275C 12th Street, Wheeling, IL 60090

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John R. Hendricksen	Chairman of the Board
Scott A. Jamieson	President/CEO
Michelle Leissner	CFO
Rex A. Bastain	VP of Technical Services
Daniel E. Brink	VP and Corp. Controller
Kathleen D. Hendricksen	V.P. Admin.
Pamela K. Hendricksen	Secretary/Treasurer

Check if applicable:

 Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

M.J. Wells & Associates, LLC

1420 Spring Hill Road, Suite 600, McLean, VA 22102

 X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin J. Wells	Member
Terence J. Miller	Member

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 X Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

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APPLICATION NUMBER: _____

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Name and Address of Corporation (complete name, street address, city, state, zip)

Whitestone Associates, Inc.

35 Technology Drive, Warren, NJ 07059

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas K. Uzzo	Principal
Gerard Ditrollo	CFO

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ____ of ____ pages.

APPLICATION NUMBER: _____

C. VOLUNTARY DISCLOSURE

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

None.

2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

None.

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

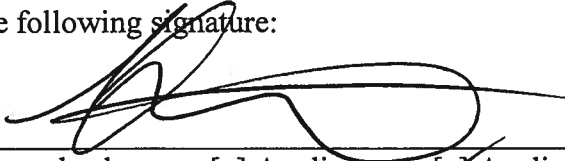
If multiple copies of this page are provided please indicate Page ___ of ___ pages.

APPLICATION NUMBER: _____

D.

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

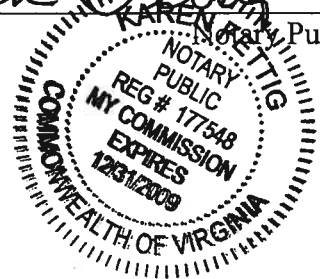
WITNESS the following signature:

check one: ☐ Applicant or ☒ Applicant's Authorized AgentKeith C. Martin

(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 16th day of January, 2008, in
the State/Commonwealth of Virginia, in the County/City of Fairfax

Karen J. Pettig
Notary Public

My Commission Expires: 12.31.09

STATEMENT OF JUSTIFICATION
DULLES LANDING
(PIN #163-29-1069-000)
January 15, 2008
Revised March 31, 2008
Revised May 27, 2008

SPECIAL EXCEPTION 2008-0004
(SPEX 2008 – 0004)

Dulles Landing, ZMAP 2004-0016, was approved on June 19, 2007 by the Board of Supervisors (Copy Teste, SOJ Attachment 1). The action rezoned PIN #163-29-1069 (the "Property") to the Planned Development – Commercial Center – Regional Center district (PD-CC-RC) to allow construction of up to 800,000 square feet. Beatty Limited Partnership, the Owner and Applicant, (the "Applicant") now wishes to obtain approval of the following Special Exception use for Outdoor Sales Area/Accessory on the Property pursuant to Section 4-204(B)(6) of the Zoning Ordinance. All references to "Zoning Ordinance" throughout this document shall mean the Revised 1993 Loudoun County Zoning Ordinance. The Property is located on the north side of Route 50, approximately 1,000 feet west of the intersection with Route 606 (Loudoun County Parkway).

Outdoor Sales Area/Accessory: The Applicant hereby submits a request for approval of a Special Exception application to permit Outdoor Sales Area/Accessory pursuant to Section 4-204(B)(6) of the Zoning Ordinance. The Concept Development Plan (CDP), approved as part of ZMAP 2004-0016 (Proffers, SOJ Attachment 2), included a large single user structure ("Anchor Building Envelope") in the north western portion of the Property. This space has been leased to the Wal-Mart Real Estate Business Trust for the construction and operation of a Wal-Mart Store.

A Garden Center is an important and customary component of the program at the majority of Wal-Mart stores. In order to facilitate this use, approval of a Special Exception is required. The proposed Garden Center, which is architecturally integrated with the balance of the Wal-Mart store, is located on the south end of the building. It will encompass approximately 17,677 square feet (See Sheet 6). The use is purposely oriented to the interior of the Property to minimize visual impact from Dulles South Boulevard. A fence, approximately twelve feet high in the front and 20 feet high on the side and rear, constructed of stone and metal and designed to complement the character of the building is meant to establish a perimeter around the use and to provide security (See Sheet 7).

Based on the above discussion, the Applicant respectfully requests approval of this application. Approval of this Special Exception will bring the Dulles Landing Shopping Center another step closer to becoming the destination center advocated by the residents of the Dulles South during the rezoning process and anticipated by the Land Use and Retail policies in the Comprehensive Plan.

CRITERIA FOR CONSIDERATION

For the purposes of the following discussion, the above defined Special Exception uses will be referenced as “Special Exception use”.

- (A) *Whether the proposed Special Exception is consistent with the Comprehensive Plan.*

Approval of a Special Exception use is requested by the Applicant for the Dulles Landing Shopping Center (Dulles Landing). Dulles Landing is located generally in the northwestern quadrant of the intersection of Route 50 and Route 606 (Loudoun County Parkway). During the review of ZMAP 2004-0016, Dulles Landing, it was confirmed that development on the Property is governed by the policies contained in the Revised General Plan. Found within the Dulles Community of the Suburban Policy Area adjacent to Route 50, the Property is among those considered part of the southern gateway to Loudoun County (Revised General Plan, text, pg. 4-8). The land use designation for the Property is Hybrid Retail Center with a destination retail overlay in accordance with the adoption of CPAM 2005-0007, Arcola Area/Route 50 Corridor Plan. The Plan envisions such centers as primarily serving the surrounding community with convenience and routine shopping opportunities, as well as some comparative and specialty goods (CPAM 2005-0007, Policy 2, p.7). Policy 1 of the Retail Plan suggests that the destination retail overlay allows development of larger-scale retail uses including comparative and specialty retail shopping goods (page 7).

The requested special exception use meets the definition of retail uses, as envisioned by the Revised General Plan.

- (B) *Whether the proposed special exception will adequately provide for safety from fire hazards and have effective measures of fire control.*

The proposed Special Exception use is an integral part of Dulles Landing, approved under ZMAP 2004-0016. As such, the use will be governed by the approved Proffer Statement. Proffer II.A calls for a one-time contribution of \$80,000 to the County for distribution to the Fire and Rescue companies providing primary service to the Property. Such contribution is to be made upon the issuance of the first zoning permit for any development on the Property. Additionally, the construction of this use will be governed by all applicable local, state and federal regulations related to fire hazards and fire control.

- (C) *Whether the level and impact of any noise emanating from the site, including that generated by the proposed use, negatively impacts the uses in the immediate area.*

The Special Exception use proposed as part of this application is not expected to generate significant noise and will not impact uses located in the general vicinity. To further ensure the limited nature of any potential impacts, the use will be governed by the Noise Standards, Section 5-1507, contained in the Revised 1993 Zoning Ordinance.

- (D) *Whether the glare or light that may be generated by the proposed use negatively impacts uses in the immediate area.*

As part of Dulles Landing, the Special Exception use will be governed by the Proffers approved as part of ZMAP 2004-0016, Dulles Landing, and is expected to fall well within acceptable levels of glare and light. The Proffers specify the following:

“Proffer VII. Lighting

A. PARKING LOT

All parking lot lighting within the retail center shall be designed with cut-off and fully shielded lighting fixtures so that light will be directed inward and downward to prevent glare on Route 50; Dulles South Boulevard (North Collector Road); Route 606 (Loudoun County Parkway); and adjacent properties. There shall be a maximum average illumination of 3 foot-candles for the parking lots.

B. EXTERIOR BUILDING

There shall be a maximum average illumination of 5 foot-candles for lighting on the exterior of buildings and security lighting. Except for lighting needed for security or maintenance, exterior lighting shall be extinguished when a use is not open for business.”

Additionally, the “Outdoor Sales Area/Accessory” use will comply with the Light and Glare Standards found at Section 5-1504 of the Revised 1993 Zoning Ordinance.

- (E) *Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and adjacent parcels.*

The Special Exception use is proposed for the Dulles Landing project recently approved by the Board of Supervisors under ZMAP 2004-0016. Dulles Landing and, thus, the use made part of this application is, as stated above, located in accordance with the land use policies of the Revised General Plan which contemplate retail uses at this location.

The parcels to the north of the Property, located across the future alignment of the Dulles South Boulevard, were also recently rezoned to the PD-CC-RC district (ZMAP 2005-0035) where similar uses will be constructed. The Property is bounded to the east by 1) an approximately 200 foot wide strip of land controlled by the Metropolitan Washington Airports Authority (MWAA) and separated from the balance of the MWAA property by the six lanes of Route 606 (the Loudoun County Parkway) and 2) the Hunter Property (MCPI #163-19-5332) which is zoned CLI and currently vacant. Route 50 separates the Property from the planned community of South Riding to the south which has a commercial component located along Route 50. Although designated as appropriate for development, the properties to the west (MCPI #163-18-0873 and 163-28-1032) are zoned CLI and currently vacant.

- (F) *Whether sufficient existing or proposed landscaping, screening and buffering on the site and in the neighborhood to adequately screen surrounding uses.*

As part of Dulles Landing, the contemplated Special Exception use must comply with the approved Proffer Statement, ZMAP 2004-0016, which is excerpted below and addresses landscaping as follows:

“Proffer IV. LANDSCAPING/AMENITIES

B. LANDSCAPING

1. The Applicant shall provide landscaping materials for the Subject Property in an amount equal to or greater than five (5) percent more that required by the Zoning Ordinance. Said five (5) percent additional landscaping materials shall include canopy trees, understory trees and shrubs. The required and additional landscape tabulations shall be shown cumulatively on each site plan submitted for development on the Subject Property. Thus, upon submission of the site plan which causes the development on the Subject Property to exceed 700,000

square feet, the Applicant shall provide a tabulation indicating that the landscaping provided throughout the Subject Property is a least five (5) percent more landscaping than that required by the Zoning Ordinance.”

- (G) *Whether the proposed special exception will result in the preservation of any topographic or physical, natural, scenic, archaeological or historic feature of significant importance.*

An integral part of Dulles Landing, the Special Exception use shall adhere to the Proffer Statement approved for ZMAP 2004-0016. During the rezoning process, the Applicant agreed to preserve ten (10) healthy trees and to transplant them into the Route 50 buffer/berm area from elsewhere on the Property, as evidenced by Proffer IV.C. Otherwise, no topographic, physical, scenic, archaeological or historic features of note were identified on the Property.

- (H) *Whether the proposed special exception will damage existing animal habitat, vegetation, water quality (including groundwater) or air quality.*

The Special Exception use proposed at Dulles Landing is located in an area of the County which is identified by the Revised General Plan as appropriate for development, specifically retail development. The Property has been used as a sod farm for many years, thus, in large part, there has not been much opportunity for the establishment of animal habitat or significant vegetation. As noted above, the Applicant has agreed to preserve ten (10) trees from around the Property and transplant them to the Route 50 buffer/berm area. There is an old farm pond on the Property. It is manmade and, thus, the impact on water resources is anticipated to be minimal. Construction of Dulles South Boulevard, just north of the Property, will significantly disturb the drainage area for this pond. Further, any and all wells and drainfields on the Property will be properly abandoned.

- (I) *Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.*

Dulles Landing (ZMAP 2004-0014) is an approved retail center of up to 800,000 square feet zoned to the PD-CC-RC district. The requested Special Exception use is a permissible use in this zoning district. Although a significant amount of retail square footage has been approved for this portion of Dulles South, not much has yet been constructed. The Applicant has signed commitments from the tenant requesting this Special Exception use. Additionally, the Applicant has over 40 years of

experience in developing, building and managing successful shopping centers in the region and the Mid-Atlantic.

The location of the Dulles Landing Shopping Center is important for the convenience of the public in that it is located on the “going home” side of Route 50. Studies have shown that a shopping center is more likely to attract a greater number of drive-by trips if it is positioned on the “going home” side of a roadway. Further, providing a shopping center of this size will afford the residents of the Dulles South area and the population at large a designation shopping center conveniently located within the boundaries of Loudoun County and alleviate the need to travel outside the jurisdiction to shop. Dulles Landing will help implement CPAM 1996-0001, “Countywide Retail Policy Plan Amendment,” General Policy #2, p. 6, which states “The County seeks to capture 100% of Loudoun County’s retail sales expenditures.”

- (J) *Whether the traffic expected to be generated by the proposed use will be adequately and safely served by roads, pedestrian connections and other transportation services.*

The proposed Special Exception use is requested for Dulles Landing (ZMAP 2004-0016), a retail center located on the north side of Route 50 approximately 1,000 feet west of the intersection with Route 606 (Loudoun County Parkway). A retail center at this location is in compliance with the policies of the Revised General Plan and supported by the road network contained in the County-wide Transportation Plan. Route 50 serves as the southern boundary of the Property. The future alignment of the Dulles South Boulevard generally forms the northern boundary. Via Dulles South Boulevard, access is provided to either Route 606 (Loudoun County Parkway), which runs north/south about 200 feet east of the Property, or, to the west, to the future Hutchison Farm Road, which then provides access to Route 50 at a signalized intersection. In the future, vehicles going to or leaving Dulles Landing will be served by the full interchange currently being designed by the County for the Route 50/Route 606 (Loudoun County Parkway) intersection.

In making commitments to the County through the Proffer Statement approved as part of ZMAP 2004-0016, Dulles Landing, the Applicant will contribute significantly to the construction and improvement of the surrounding road network. Specifically, in addition to constructing site generated road ways, the Applicant will construct the Dulles South Boulevard in a four lane configuration across the Property frontage; the Applicant will obtain right-of-way and construct the third southbound lane on Route 606 (Loudoun County Parkway) from the Dulles South

Boulevard intersection south to Route 50; and the Applicant will make a proportionate contribution to the interchange at Route 50 and Route 606 (Loudoun County Parkway). The Applicant's regional commitments total approximately \$4 million.

As reflected on the approved CDP for ZMAP 2004-0016, Dulles Landing, entitled "Pedestrian and Vehicular Circulation Plan A," the Property will be developed with a coordinated system of pedestrian and bicycle travelways, both internal and also connected to external corridors. Further, the Proffer Statement calls for Bicycle Parking (III.H); a Bus Shelter (III.I); and a contribution toward a Park and Ride Lot/or Mass Transit Facility in the Route 50 Corridor (III.K).

- (K) *Whether, in the case of existing structures proposed to be converted to uses requiring a special exception, the structures meet all code requirements of Loudoun County.*

There are no structures being proposed for reuse for this Special Exception request.

- (L) *Whether the proposed special exception will be served adequately by essential public facilities and services.*

Dulles Landing, the site for the proposed Special Exception use, is found in an area of the County, based on the policies of the Revised General Plan, that will be served by public water and sewer, substantiated by the Proffer Statement (I.B). Further, public facilities and services will be available at Dulles Landing, as documented by the policies outlined in the Revised General Plan.

- (M) *The effect of the proposed special exception on groundwater supply.*

Development of the Property is not expected to impact the groundwater supply. The farm pond located on the Property is manmade.

- (N) *Whether the proposed use will affect the structural capacity of the soils.*

Based on the technical studies performed to support the rezoning application (ZMAP 2004-0016, Dulles Landing), the proposed Special Exception use will not affect the structural capacity of the soils.

- (O) *Whether the proposed use will negatively impact orderly and safe road development and transportation.*

As part of the recently approved rezoning of Dulles Landing (ZMAP 2004-0016), the Special Exception use included in this request will assist in completing the regional road network in the vicinity of the Property through actual construction or cash contributions toward regional road improvements, including the interchange at Route 50 and Route 606 (Loudoun County Parkway).

- (P) *Whether the proposed special exception use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.*

The approved Dulles Landing Shopping Center (ZMAP 2004-0016), of which this Special Exception use will be part, is in conformance with the land use policies of the Revised General Plan and, as such, supports the employment policies embodied in the Plan. It is estimated that the Property will generate approximately \$84 million in net tax revenue over a fifteen (15) year period following completion, plus regional roads and contributions.

- (Q) *Whether the proposed special exception considers the needs of agriculture, industry and businesses in future growth.*

The proposed Special Exception use, as part of the larger Dulles Landing Shopping Center (ZMAP 2004-0016), will primarily serve industry and businesses in the area. In addition, the policies of the Revised General Plan contain a body of policies which are balanced in serving the needs of various components of the County economy, so in that respect, the requested Special Exception use serves other aspects of the economy by complying with the land use policies.

- (R) *Whether adequate on and off-site infrastructure is available.*

Proffer I.B. of the Proffer Statement approved for Dulles Landing, ZMAP 2004-0016, states that public water and sewer will be used to service the uses on site and will be extended to the Property by the Applicant, at no cost to the County or the Loudoun County Sanitation Authority.

- (S) *Any anticipated odors which may be generated by the uses on site, and which may negatively impact adjacent uses.*

The Special Exception use proposed for Dulles Landing (ZMAP 2004-0016) is not expected to generate odor and will not impact uses located in the general vicinity. Further, this use will comply with applicable local, state and federal regulations related to odor control, if any

(T) *Whether the proposed special exception uses sufficient measure to mitigate the impact of construction traffic on existing neighborhoods and school areas.*

The Applicant notes that the Property is located some distance from existing residential neighborhoods and schools. Since the Property is located near the intersection of Route 50 and Route 606 (Loudoun County Parkway), construction traffic access will be from regional roads and not via local roads.

SOJ Attachments

1. Copy Tests
2. Proffer Statement
- 3.



WELLS + ASSOCIATES

MEMORANDUM

TO: George Phillips, AICP
Senior Transportation Planner
Loudoun County Office of Transportation Services

COPY: Scott Cregar
Beatty Development Corporation

Wanda Suder
Sack Harris & Martin, P.C.

FROM: Christopher Turnbull

DATE: June 3, 2008

SUBJECT: Dulles Landing – Outdoor Sales Area Special Exception
Loudoun County, Virginia

INTRODUCTION

On June 19, 2007, the Loudoun County Board of Supervisors approved ZMAP 2004-0016, Dulles Landing for up to 800,000 square feet of retail space. Beatty Development Corporation, the applicant and owner, is seeking a Special Exception (SPEX) to permit an outdoor sales area for the proposed Walmart. The Walmart outdoor sales area contains 17,600 square feet of retail space.

Dulles Landing is located north of the John S. Mosby Highway (Route 50) and west of Old Ox Road (Route 606), in Loudoun County, Virginia. The site is approved for 800,000 square feet of retail space and currently planned for 722,675 square feet of retail space including the outdoor retail space which is subject to the Special Exception.

This memorandum provides a comparison of the trips generated by the currently planned retail space versus the 800,000 square feet of retail approved during the rezoning. Since the outdoor sales area would be classified as retail space and the total development does not exceed 800,000 square feet as approved during the rezoning, a separate analysis was not completed.

ANALYSIS

To determine the transportation impacts associated with the SPEX, a trip generation analysis was completed by comparing the currently planned retail space and the approved retail space. Standard Institute of Transportation Engineers (ITE) rates were used for the retail use and the resulting trip generation analysis and comparison is shown on Table I.

A review of Table I indicates that proposed 722,675 square feet of retail center with the outdoor sales area, would generate approximately 513 total trips during the AM peak hour and approximately 2,309 total trips during the PM peak hour. The approved 800,000 square foot retail center was estimated to generate approximately 545 total trips during the AM peak hour and 2,470 total trips during the PM peak hour.

In comparison, Dulles Landing with the outdoor sales area would generate a total of 32 **fewer** trips during the AM peak hour, a total of 161 **fewer** trips during the PM peak hour and 1,678 **fewer** daily trips. Table 2 depicts the trips that would be generated by the 17,600 square foot outdoor sales area. This table reviews the centers trips with and without the outdoor sales area based on the total center area which reflects the incremental increase of the additional space.

A review of Table 2 indicates that proposed 17,600 square feet of outdoor sales area would generate approximately 8 total trips during the AM peak hour, approximately 37 total trips during the PM peak hour, and 390 daily trips.

Effectively, the trip generation analysis demonstrates that the proposed outdoor sales area would result in no adverse increase in trips than what would have been expected under approved conditions.

CONCLUSION

The conclusions reached through this traffic analysis are as follows:

- I. The Walmart special exception to permit an outdoor sales area would be considered retail space and was included in the trip generation calculations made during the rezoning. Thus, due to the overall center's build-out being less than the 800,000 square feet approved for Dulles Landing site, no additional transportation impacts would result.

Attachments:

- Table 1 - Trip Generation Comparison
- Table 2 - Trip Generation

Table 1

Dulles Landing - Outdoor Sales SPEX
Trip Generation Comparison

Land Use	ITE Code ⁽¹⁾	Amount	Units	AM Peak Hour			PM Peak Hour			Average Daily Trips
				In	Out	Total	In	Out	Total	
Approved Development										
Retail	820	800,000 SF		332	213	545	1,186	1,284	2,470	26,239
Proposed Development										
Retail	820	722,675 SF		313	200	513	1,108	1,201	2,309	24,561
Difference (Proposed - Approved)				(20)	(12)	(32)	(77)	(84)	(161)	(1,678)
Percent Difference						-5.9%			-6.5%	-6.4%

Notes: (1) Trip estimates based on rates and equations published in the Institute of Transportation Engineers Trip Generation, Seventh Edition.

Table 2

Dulles Landing - Outdoor Sales SPEX
Trip Generation

Land Use	ITE Code ⁽¹⁾	Amount	Units	AM Peak Hour			PM Peak Hour			Average Daily Trips
				In	Out	Total	In	Out	Total	
Development Program W/O Outdoor Sales										
Retail	820	705,075 SF		308	197	505	1,091	1,181	2,272	24,171
Development Program with Outdoor Sales										
Retail	820	722,675 SF		313	200	513	1,108	1,201	2,309	24,561
Trip Generation for Outdoor Sales		17,600 SF		5	3	8	18	19	37	390

Notes: (1) Trip estimates based on rates and equations published in the Institute of Transportation Engineers Trip Generation, Seventh Edition.

Executed leases and leases under negotiation:

AT&T
Bed Bath & Beyond
Best Buy
Chevy Chase Bank
Dress Barn
Einstein Bagel
Famous Footwear
Kohl's
Michaels
Next Day Blinds
PetSmart
Ross
Sleepy's
Starbucks
Toys/Babies R Us
Uno
Walmart

SACK HARRIS & MARTIN, P.C.

ATTORNEYS AT LAW

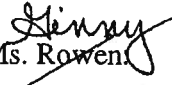
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Keith C. Martin
kcm@sacklaw.com

May 30, 2008

Ms. Ginny Rowen, Planner
Department of Planning
County of Loudoun
1 Harrison Street, S.E., 3rd Floor
Leesburg, Va. 20175

RE: SPEX 2008-0004, Dulles Landing


Dear Ms. Rowen,

We are writing this letter on behalf of our client, Beatty Limited Partnership, the Owner and Applicant (the "Applicant") for the above referenced application.

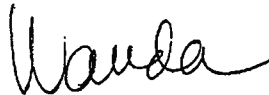
The Applicant hereby agrees to contribute \$0.10 per square foot of special exception area for the servicing fire and rescue provider. It is agreed that payment of this contribution shall be made prior to issuance of the zoning permit for the Outdoor Sales Area subject to this application. Further, it is understood that the contribution is stated in 1988 dollars and shall be escalated based on the Consumer Price Index (CPI).

Should you need additional information, please do not hesitate to contact my office.

Ms. Ginny Rowen
May 30, 2008
Page 2 of 2

Sincerely,

SACK HARRIS & MARTIN, P.C.


for Keith C. Martin

cc: John Beatty
Scott Cregger
Wanda Suder

A56

PROFFER STATEMENT

Dulles Landing

ZMAP 2004-0016
December 7, 2006
As revised June 14, 2007



Pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, (the "Zoning Ordinance"), **Beatty Limited Partnership** (owner of Loudoun County Tax Map 101-90 MCPI #163-29-1069), (the above referenced owner shall hereafter be referred to as the "Applicant", and the above referenced parcel shall hereafter be referred to as the "Subject Property"), hereby voluntarily proffers that, in the event the Subject Property is rezoned by the Loudoun County Board of Supervisors from the CLI and PD-GI zoning districts to the PD-CC-RC zoning district, administered under the Zoning Ordinance, all as substantially set forth in the Concept Development Plan titled Dulles Landing Shopping Center, and, dated October 15, 2004, with revisions through June 13, 2007, prepared by Bohler Engineering, P.C. ("CDP"), as defined below in Proffer I.A., the development of the Subject Property shall be in substantial conformance with the conditions set forth below.

These proffer conditions are the only development conditions offered on this rezoning application, provided that these proffers shall only become effective upon final approval of the Rezoning Application ZMAP 2004-0016, as modified, submitted by the Applicant.

I. PROPOSED LAND USE

A. CONCEPT DEVELOPMENT PLAN (CDP)

The development of the Subject Property shall be in substantial conformance with the Concept Development Plan (CDP), as defined below in this paragraph. The CDP shall control the general development layout and road configuration on the Subject Property. Development of the Subject Property shall consist of up to a maximum of 800,000 square feet. Building layout shall substantially conform with either the layout identified as "Concept A" and shown on Sheets 3, 4, 5 and 6; or as "Concept B" and shown on Sheets 7, 8, 9 and 10; or as "Concept C" and shown on Sheets 11, 12, 13 and 14 of the Zoning Map Amendment Plan. The Applicant shall make its choice of layout at the time of application for the first record plat, or first site plan approval on the Subject Property, whichever is first in time. The CDP shall consist of either Sheets 3 and 6, if "Concept A" is selected by the Applicant; or Sheets 7 and 10, if "Concept B" is selected by the Applicant; or Sheets 11 and 14, if "Concept C" is selected by the Applicant. The Applicant shall have flexibility in the design of the site plan to accommodate final engineering.

Notwithstanding which "Concept" is selected by the Applicant, as described in the paragraph above, the Applicant shall adjust the buildings and parking shown in the eastern portion of the "Marketplace," as identified on the CDP, to accommodate the Route 50/606 interchange design, provided that such interchange design is engineered and made available to the Applicant prior to the submission of the first site plan within the "Marketplace" area. Approximately sixty (60) days prior to the submission of the first site plan within the "Marketplace" area, the Applicant shall notify the County of their intention to do so, in order to provide the County time to make the Route 50/606 interchange design available to the Applicant. However, the Applicant's first site plan

submission shall not be delayed for more than thirty (30) days as a result of providing the County this opportunity.

B. WATER AND SEWER

The Subject Property shall be served by public water and sewer systems. The Applicant shall provide all water and sewer extensions and connections necessary for development of the Subject Property at no expense to the County or to the Loudoun County Sanitation Authority (the "LCSA"). Such water and sanitary sewer extensions/connections shall be constructed in accordance with adopted LCSA standards.

C. DESIGN GUIDELINES FOR RETAIL COMMERCIAL AREA

1. Building Architecture and Facades. All exterior materials, colors, architectural treatments, etc., shall be compatible and complementary. At least fifty percent (50%) of each building facade shall consist of brick, stone, glass, Exterior Insulation and Finish Systems (EIFS) or similar appearing materials, except on the northern and southern elevations of the anchor building in the northwestern portion of the site and the buildings in the Marketplace shown on the CDP which are governed by the language below in this Proffer. Other materials may also be used as a complement to the aforesaid principal building materials. The north and south facades of the buildings within the Marketplace, along and immediately adjacent to Route 50, as identified on the CDP, shall be built using storefront construction of materials outlined above, however, the elevations at the east and west ends may be built without windows, shall be of materials which are compatible and complimentary to the north and south facades, and shall allow for service ingress and egress. The buildings located in the back, or northern, row of the Marketplace shown on the CDP shall be constructed in the same manner as the balance of the Property. Architectural elevations,

and materials and color palettes for any building to be constructed on the Subject Property shall be submitted with the zoning permit application for said building. The Loudoun County Department of Planning shall have the right to review such submissions solely to determine conformance with the design guidelines set forth in paragraphs I.C.1 through I.C.7 of these Proffers and which are specifically applicable to each such request. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to public road frontage or Dulles Landing Drive and are visible from same, shall have their facades covered generally with the same materials and architectural style as those used for the front of the building(s), except those buildings located along the northern boundary of the Hunter Property (MCPI #163-19-5332-000). All building facades, particularly in the front of buildings, shall be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

2. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Loudoun County Zoning Ordinance, shall be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, then they shall be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening compatible with the building façade architecture so as to minimize negative visual impacts.
3. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building facade architecture. Screening shall be such as to block such units from view by persons on any public streets immediately adjoining the Property.

4. Pedestrian Circulation. The Applicant shall provide pedestrian circulation, as generally shown on Sheet 6, 10 or 14, depending on, and corresponding to, the "Concept" selected by the Applicant pursuant to Proffer I.A.. In designing and developing the commercial retail uses, the Developer shall, to the fullest extent possible, give priority to facilitating pedestrian circulation between buildings. The site design shall provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.
5. Retaining wall along Eastern Property Boundary. The Applicant shall construct a retaining wall, up to eight (8) feet in height, in the buffer yard along the Eastern Property Boundary. Said retaining wall shall only be constructed along that portion of the Eastern Property Boundary as is indicated by good engineering practices, as reviewed and approved by the County. A Zoning Ordinance Modification (#4) is requested with this application to permit a reduction in landscape materials and the construction of such a retaining wall to satisfy the requirements for landscaping and buffering in this location. However, should the Applicant successfully engineer the Subject Property to alleviate the need for a retaining wall, this proffer shall become null and void and Zoning Ordinance Modification (#4) shall become moot. In such case, the Applicant shall provide landscaping and buffering as required by the Zoning Ordinance in effect at the time the first record plat or first site plan, whichever is first in time, for the retail uses adjacent to the Eastern Property Boundary is submitted.
6. Site Design Elements. The Applicant shall construct the site design elements as generally illustrated on Sheets 17, 18, 19 and 20 of the Zoning Map Amendment Plan (ZMAP). Please note that in those instances where multiple designs are shown on one of the sheets listed above in this Proffer, the design used will depend on the "Concept" selected by the Applicant pursuant to Proffer I.A above. This proffer addresses only the site design elements illustrated on these sheets and does not commit the Applicant to

the architectural elements shown, as those are discussed in proffer I.C.1 above. The following design elements shall be constructed concurrently with the construction of the improvements identified in each of the individual design elements.

- a. Sheet 17: Marketplace Plaza: The Applicant shall construct an open air, pedestrian oriented plaza in the Marketplace area, as generally shown on the CDP. The Applicant shall provide a water feature, seating, landscape materials and pavement treatment in the plaza area.
- b. Perspective 1, Sheet 17: Route 50 frontage (east side of Dulles Landing Drive). The Applicant shall construct a water feature within the 100 foot setback from Route 50. A stone wall shall be constructed for a distance of approximately 300 feet and shall include a waterfall. The Dulles Landing identification sign shall be placed within the waterfall, as generally illustrated on Sheet 17. The Applicant shall provide landscaping materials.
- c. Perspective 2, Sheet 18: Route 50/Dulles Landing Drive entrance (entrance features and west side of Dulles Landing Drive). The Applicant shall construct a fence and stone column feature or a stone wall and column feature on either side of the Dulles Landing Drive entrance. Further, the Applicant shall construct a water feature within the 100 foot setback from Route 50, as generally shown on Sheet 18, Perspective 2. The Applicant shall provide landscaping materials.
- d. Perspective 3, Sheet 18: Round about on Dulles Landing Drive. The Applicant shall construct a water feature with fountain(s) on the interior of the round about. The Applicant shall provide landscaping materials.
- e. Perspective 4, Sheet 19: Northeastern retail space: The Applicant shall construct a clock tower with tenant identification boards with landscaping and seating at the base. The location of the clock tower

shall be determined at site plan, however, it shall generally be located at the end of the travelway from the intersection with Dulles Landing Drive leading to this group of retail spaces. The Applicant shall provide landscaping materials.

- f. Perspective 5, Sheet 19: Dulles South Boulevard (North Collector Road) at Dulles Landing Drive: The Applicant shall construct a fence and stone column feature or a stone wall and column feature on either side of the Dulles Landing Drive entrance to match that which is constructed at the Route 50 entrance of Dulles Landing Drive. Further, the Applicant shall construct a water feature behind the above described fence and stone column feature or stone wall and column feature on both sides of the Dulles Landing Drive entrance. The Applicant shall provide landscaping materials.
- g. Perspective 6, Sheet 20: Closure of Route 50 Entrance: The Applicant shall construct a continuous fence and stone column feature or a stone wall and column feature across that area previously used for site access once such access is closed, as referenced in Proffer III.C.2.a.2. This feature shall be constructed of the same materials and in the same manner as those referenced in Proffers I.C.6 b and c. The Applicant shall provide landscaping materials.
- 7. Big Box Façade. The Big Box retail building shown on the CDP and labeled "Anchor Building" in the middle of the Subject Property adjacent to the Western Property Boundary shall be similar in design and color to the architectural features depicted on the illustrative Exhibit "A," entitled "Wal-Mart Proposed Store for South Riding, Va.," including Schemes 1 and 2, prepared by Perkowitz & Ruth Architects and dated February 15, 2007, which is attached hereto and made a part hereof. The features shown on Exhibit A which are the subject of this Proffer shall include the building articulation and a central plaza.

II. FIRE AND RESCUE SERVICES

A. CONTRIBUTIONS

The Applicant shall pay a one-time contribution of \$80,000, at the time of the issuance of the first zoning permit for development on the Subject Property, to the County for distribution to the Fire and Rescue companies providing primary service to the Subject Property. This contribution shall be divided equally between the primary servicing Fire and Rescue companies. This contribution shall escalate on an annual basis beginning one year after zoning approval and be adjusted effective January 1st of each year thereafter, based on the Consumer Price Index (CPI) as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area with 1988 as the base year for these calculations.

B. EMERGENCY VEHICLE ACCESS

The Applicant shall provide all-weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshal, to all portions of the Subject Property under construction, no later than the framing stage of construction of the first corresponding section on the Subject Property.

III. TRANSPORTATION

A. INTERNAL ROAD NETWORK

The Applicant shall construct all private roadways, including interparcel connections to the east (MCPI #163-19-5332-000) and to the west (MCPI #163-18-0873-000), on the Subject Property in accordance with the Facilities Standards Manual ("FSM"), to provide access to the Subject Property as it is developed. All

public roads built on the Subject Property shall be designed and constructed in accordance with Virginia Department of Transportation ("VDOT") and County standards. All public road rights-of-way within the Subject Property shall be dedicated to the County and provided at no cost to the County or VDOT in conjunction with the first record plat or first site plan approved for the Property, whichever occurs first in time. Dedication of land shall include associated easements outside the right-of-way, such as slope maintenance and storm drainage, necessary to construct public roads and streets within the Subject Property.

B. REGIONAL ROAD RIGHT-OF-WAY DEDICATION

1. Route 50. The Applicant shall dedicate right-of-way, for the widening of Route 50, if required. Said area shall be dedicated in conjunction with the first record plat or first site plan approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT. In addition to providing for the above referenced right-of-way dedication, the Applicant shall grant all necessary easements relating to road construction for utilities, drainage, grading, slope maintenance and storm drainage. Such dedication shall be provided prior to approval of the first record plat or first site plan, whichever is first in time. However, in the event that said right-of-way is needed for the construction of the Route 50 improvements by others, the Applicant shall dedicate said right-of-way for Route 50 upon 60 days written notification by the County to the Applicant.
2. Dulles South Boulevard (North Collector Road) The Applicant shall dedicate right-of-way for the Dulles South Boulevard (North Collector Road) on those portions of the Subject Property shown on the CDP and labeled "Area to be Dedicated for Public Right of Way." Said area shall be dedicated in conjunction with the first record plat or first site plan

approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT. However, the Applicant shall dedicate said right of way prior to the approval of such plans, if requested in writing by the County. In addition to providing for the above referenced right-of-way dedication, the Applicant shall grant all necessary easements relating to road construction for utilities, drainage, grading, slope maintenance and storm drainage. Such dedication shall be provided prior to approval of the first record plat or first site plan, whichever is first in time.

3. MWAA/Route 606. Prior to first site plan approval or first record plat approval, for the Subject Property, whichever is first in time, the Applicant shall obtain the necessary easements or permission to establish the section of proposed Dulles South Boulevard (North Collector Road) which crosses Metropolitan Washington Airports Authority (MWAA) property to connect to Route 606 (Loudoun County Parkway) and the additional southbound lane on Route 606 (Loudoun County Parkway), including associated acceleration and deceleration lane referenced in Paragraph III.G.

4. Route 50/Route 606 (Loudoun County Parkway). The Applicant shall reserve right-of-way for the Route 50/Route 606 (Loudoun County Parkway) interchange, if required, as shown on Exhibit B identified as Option 1 of the "Route 50/Route 606 Interchange Conceptual Design Alternatives" dated May 31, 2007 and prepared by Wilbur Smith Associates, which is attached hereto and made a part hereof.. Said area shall be reserved in conjunction with the first record plat or first site plan approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT.

C. ROAD IMPROVEMENTS

1. Regional Road Improvements

a. **Route 606 (Loudoun County Parkway)** (Estimated Value: \$1,297,920). Prior to or concurrent with first site plan or first record plat approval, whichever is first in time, the Applicant shall construct or bond for construction the following within the proposed MWAA easement as referenced in paragraph III.B.3 above and as depicted on the CDP: an additional lane on southbound Route 606 (Loudoun County Parkway) and associated acceleration and deceleration lanes at the intersection with Dulles South Boulevard (North Collector Road). Said improvements shall extend from the intersection of Route 606 and Dulles South Boulevard (North Collector Road) south to Route 50. Further, prior to or concurrent with first site plan or first record plat approval, whichever is first in time, the Applicant shall construct or bond for construction dual left turn lanes from northbound Route 606 (Loudoun County Parkway) to westbound Dulles South Boulevard (North Collector Road). In lieu of construction, at the discretion of the Board of Supervisors, the Applicant shall make a regional road cash contribution equal to the value of constructing the third southbound lane on Route 606 (Loudoun County Parkway), currently estimated at \$1,297,920. With the submission of the first site plan or first record plat, the Applicant shall request, in written form, that the Board of Supervisors make such determination. Such decision shall not be unreasonably withheld.

b. **Route 50.** (Estimated value \$374,400) The Applicant shall extend the existing dual left turn lanes on eastbound Route 50 to northbound Route 606 (Loudoun County Parkway), as may be required by VDOT.

2. Site Generated Road Improvements

a. **Route 50**

1. Frontage Improvements. The Applicant shall construct a half section of the planned improvements to Route 50 across the Subject Property's frontage. The planned improvements shall include widening westbound Route 50 to three lanes across the frontage of the Subject Property, adding required turn lanes into the Subject Property ("The Frontage Improvements"), as may be required by VDOT. The improvements shall be bonded for construction prior to approval of the first site plan or first record plat for development on the Subject Property whichever is first in time.

However, at the direction of the Board of Supervisors, the Applicant shall construct or bond for construction a portion of the Dulles South Boulevard (North Collector Road) offsite, west of the Subject Property, in lieu of construction of The Frontage Improvements, as defined in the paragraph above, across the Subject Property along Route 50. The portion of Dulles South Boulevard (North Collector Road) to be constructed shall be equal in value to the cost of construction of The Frontage Improvements. The portion of Dulles South Boulevard (North Collector Road) to be constructed or bonded for construction shall be the portion located immediately west of the western property line of the Subject Property or, if others have already constructed Dulles South Boulevard (North Collector Road) so that it terminates west of the western property line of the Subject Property, then the portion to be constructed or bonded for construction shall be the portion of the Dulles South Boulevard (North Collector Road) located immediately west of the termination point of such construction. Construction of Dulles South Boulevard (North Collector Road) pursuant to this provision shall be to a point which accesses a north/south roadway connecting to Route 50. If

construction of such portion would cost more than the cost of constructing The Frontage Improvements, then, at the direction of the Board of Supervisors, the Applicant shall either construct The Frontage Improvements or provide cash equivalent to the cost of The Frontage Improvements to the County for use in a unified project when additional funding is available from another source to complete such portion of the Dulles South Boulevard (North Collector Road). However, if the Applicant constructs such portion of Dulles South Boulevard (North Collector Road) and the cost of constructing this portion of Dulles South Boulevard (North Collector Road) is less than the cost of The Frontage Improvements, then the Applicant shall provide the County with the cash equivalent to the difference, for use in providing regional road improvements. With the submission of the first site plan or first record plat, whichever is first in time, the Applicant shall request, in written form, that the Board of Supervisors provide direction pursuant to this provision. Such decision shall not be unreasonably withheld. The value of said improvements, and thus the extent of such improvements, shall be based upon the actual construction costs of The Frontage Improvements, if they have been constructed by others, or upon a written cost estimate for The Frontage Improvements prepared by the Applicant, and submitted by the Applicant to the County for review and approval, at the time of submission of the first site plan or first record subdivision application, whichever is first in time.

2. Entrance. The entrance for the Subject Property on Route 50, as shown on the CDP, shall be removed at such time as construction in the northwest quadrant of the Route 50/Route 606 (Loudoun County Parkway) interchange has commenced, as determined by the County and/or VDOT. Upon closure of said

Route 50 entrance, right of way for said entrance within the Subject Property, to include any right of way used for construction or in any other way associated with the provision for site access, such as a deceleration lane, shall be vacated and all rights and ownership shall revert solely to Applicant. The Applicant shall initiate the process to vacate such right-of-way. Further, the Applicant shall pay for all costs associated with removal of the entrance and the vacation of the right-of-way. The land under the entrance shall be zoned PD-CC-RC, consistent with the adjacent land, and upon vacation of said entrance shall be developed in accordance with the proffers and Concept Development Plan approved as part of this rezoning application.

b. **Dulles South Boulevard (North Collector Road)**

The Applicant shall construct the Dulles South Boulevard (North Collector Road) as a 4 lane divided roadway from the northwest property corner to its intersection with Route 606, as shown on the CDP, with turn lanes into the Subject Property as determined necessary by VDOT and the County, subject to the availability of the off-site right-of-way at no cost to the Applicant. This improvement shall be constructed or bonded for construction prior to or concurrent with approval of the first site plan or first record plat on the Subject Property, whichever is first in time. If the off-site right-of-way is not available at no cost to the Applicant, the Applicant shall make a cash contribution to the County, as if someone else had constructed the Dulles South Boulevard (North Collector Road), pursuant to Proffer III.M below. However, notwithstanding the above, no occupancy permit shall be granted for any development on the Property prior to the completion of the Dulles South Boulevard (North Collector Road) from Route 606 to the western property boundary by either the Applicant or others.

For the purposes of this proffer, "completion" shall mean base paved and open to traffic.

D. COOPERATIVE CONSTRUCTION OF DULLES SOUTH BOULEVARD
(NORTH COLLECTOR ROAD)

The Applicant recognizes the necessity of upholding the County policy of constructing and completing the regional road network to safely and efficiently convey traffic throughout the County. Further, the Applicant recognizes that the construction of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property requires land and funding from not only the Applicant, but also the developer of Arcola Center - The Shops (ZMAP 2005-0035) to the north of the Subject Property. To this end, the Applicant shall make their best efforts to accomplish the design and construction of a full section of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property in full cooperation with the developer of Arcola Center - The Shops. It is recognized that the Applicant's commitment in these proffers to the construction of the four (4) lanes of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property will enable the developer of Arcola Center - The Shops to reallocate, with the concurrence of the Board of Supervisors, the construction funding otherwise designated for this same section of Dulles South Boulevard (North Collector Road) for the construction of Dulles South Boulevard (North Collector Road) starting at the western property line of the Subject Property and working west to the planned intersection with Hutchison Farm Road.

E. CASH CONTRIBUTIONS FOR REGIONAL ROAD IMPROVEMENTS

The Applicant shall provide to the County, at the time of issuance of the first Zoning Permit for any building on the Subject Property, a one-time cash

contribution in the amount of \$3,294,000, less the value of the regional road improvements described above in paragraphs III.C.1.a and b. Notwithstanding the above, the total cash provided to the County for the Regional Road Contribution, after subtracting the improvements described in paragraphs III.C.1.a and b, shall not be less than \$2,000,000.

F. SIDEWALKS/CROSSWALKS/TRAILS

1. Five feet wide.

The Applicant shall build five (5) foot wide pedestrian concrete sidewalks on the west side of Dulles Landing Drive and five (5) foot wide pedestrian crosswalks across Dulles Landing Drive, as shown on the CDP. Said sidewalks and crosswalks shall be constructed in conjunction with construction of such road.

2. Eight feet wide. The Applicant shall build an eight (8) foot wide pedestrian trail along the east side of Dulles Landing Drive, as shown on Sheet 6, 10, or 14, depending on, and corresponding to, the "Concept" selected by the Applicant pursuant to Proffer I.A. of the CDP. The trail shall be constructed in conjunction with the construction of the adjacent roadway section.

3. Ten feet wide.

- a. The Applicant shall build a ten (10) foot wide pedestrian/bicycle trail along the south side of Dulles South Boulevard (North Collector Road) through a combination of sidewalk, trail and on road bicycle lane. Said trail shall extend east from a point on Dulles South Boulevard (North Collector Road) established by drawing a line straight north from the northwestern corner of the northern most building located along the eastern property boundary to a point on Dulles South Boulevard (North Collector Road) established by drawing a line north

from the northwestern property corner. The trail shall be constructed in conjunction with the construction of the adjacent roadway section.

- b. Pedestrian concrete walkways, an average of ten (10) feet in width shall be constructed adjacent to all retail building frontage to promote pedestrian access. However, no portion of said walkways shall be less than five (5) feet in width.

- 4. Crosswalks. Crosswalks shall be provided as shown on the CDP.

G. TURN LANE IMPROVEMENTS AT ROUTE 606 (LOUDOUN COUNTY PARKWAY) AND DULLES SOUTH BOULEVARD (NORTH COLLECTOR ROAD)

The Applicant shall construct the northbound dual left turn lanes on Route 606 (Loudoun County Parkway) at the Dulles South Boulevard (North Collector Road) intersection. These improvement shall be constructed or bonded for construction prior to or concurrent with approval of the first site plan or first record plat on the Subject Property, whichever is first in time in association with the improvements being made by the Applicant on the Dulles South Boulevard (North Collector Road).

H. BICYCLE PARKING

Three bicycle racks, each with a capacity for six bicycles, shall be provided throughout the Subject Property, as shown on Sheet 3, 7, or 11 of the CDP depending on, and corresponding to, the "Concept" selected by the Applicant pursuant to Proffer I.A. Each bicycle rack shall be installed prior to the issuance of the first occupancy permit for a tenant in the adjacent retail building.

I. BUS SHELTER

The Applicant shall construct one bus shelter at the location shown on the CDP. The Applicant shall submit the proposed bus shelter design to the County for review and approval concurrently with the construction plans and profiles for that section of roadway where the Applicant proposes to construct said bus shelter. The bus shelter shall be constructed or bonded for construction concurrently with the road section along which it is to be built.

J. SIGNALIZATION

The Applicant shall fund the warrant analysis, design and installation of three (3) traffic signals, one each at the following locations: (1) intersection of Route 606 (Loudoun County Parkway) and Dulles South Boulevard (North Collector Road); (2) intersection of Dulles South Boulevard (North Collector Road) and Dulles Landing Drive; and (3) on Dulles Landing Drive within the Subject Property, as shown on Concept Plan Sheets 6, 10 and 14, the applicable sheet shall depend on and shall correspond to the Concept selected by the Applicant in Proffer I.A. The Applicant shall submit a separate traffic signal warrant analysis for each location noted above in this paragraph, which shall include current traffic counts by movement and the projected traffic for a period of three years, to the County and/or VDOT prior to the approval of the first site plan or first record plat for the Subject Property, whichever is first in time. The Applicant shall commence the design and installation of each traffic signal upon VDOT determination that warrants are met for each proposed traffic signal.

K. PARK AND RIDE LOT/MASS TRANSIT.

At the request of the County, but in no case prior to the issuance of the first zoning permit for commercial development on the Subject Property, the Applicant

shall contribute the sum of One Hundred Thirty Three Thousand Five Hundred Dollars (\$133,500) to be used toward the creation of a park and ride lot, and/or other mass transit related facilities in the Route 50 Corridor.

L. SIGNAGE FOR EASTERNMOST ACCESS POINT ON DULLES SOUTH BOULEVARD.

The Applicant shall install, or cause to have installed, signs at the easternmost access point along Dulles South Boulevard which generally state:

- "Truck Access/Deliveries Only" and
- "Right Turn Only on Dulles South Boulevard and Route 606."

The wording and location for the signs shall be submitted for review and approval by the County and VDOT with the first site plan for the buildings located along the eastern property boundary.

M. CASH EQUIVALENT

Construction by Others: In the event that any or all of the above referenced improvements which the Applicant has proffered to construct are in fact constructed by others prior to the time the Applicant would have otherwise constructed said improvements, then the Applicant shall make a cash equivalent contribution, not to exceed the Applicant's cost estimates, as reviewed and approved by the County. Such funds shall be contributed to the County for use in the vicinity of the Subject Property for other transportation improvements. The aforementioned cash equivalent contributions shall be made by the Applicant at such time as the improvements would otherwise have been constructed.

IV. LANDSCAPING/AMENITIES

A. OUTDOOR OPEN SPACES

The Applicant shall establish six (6) outdoor open spaces as described below:

1. Space #1 shall be located adjacent to Route 50, as shown on the CDP. This space shall include a water feature, landscaping and seating. Please reference Sheet 17, of the Zoning Map Amendment Plan, Color Perspective 1 for a graphic representation.
2. Space #2 shall be located on the east and west sides of the Route 50 entrance, as shown on the CDP. This space shall be improved with a water feature and landscaping on either side of the entrance road. Please reference Sheet 18 of the Zoning Map Amendment Plan, Color Perspective 2 for a graphic representation.
3. Space #3 shall be located in the circle along Dulles Landing Drive, as shown on the CDP. This space shall consist of a water feature with landscaping. Please reference Sheet 18 of the Zoning Map Amendment Plan, Color Perspective 3 for a graphic representation.
4. Space #4 shall be located among the retail buildings along the eastern property boundary, as shown on the CDP. This space shall include a clock tower, landscaping and seating. Please reference Sheet 19 of the Zoning Map Amendment Plan, Color Perspective 4 for a graphic representation.
5. Space #5 shall be located on the east and west sides of Dulles Landing Drive along Dulles South Boulevard (North Collector Road), as shown on the CDP. This space shall include a water feature and landscaping on either side of the entrance, and seating on the east side. Please reference Sheet 19 of the Zoning Map Amendment Plan, Color Perspective 5 for a graphic representation.
6. Space #6 shall be located in the Marketplace north of Route 50 and east of Dulles Landing Drive, as shown on the CDP. This space, known as the

plaza, shall include landscaping, seating and pavement treatment. Please reference Perspective 1 on Sheet 17 of the Zoning Map Amendment Plan.

Each outdoor open space shall be included on the first record plat or first site plan, whichever comes first in time, for the adjacent retail space and shall be constructed concurrently with said adjacent retail space.

B. LANDSCAPING

1. The Applicant shall provide landscaping materials for the Subject Property in an amount equal to or greater than five (5) percent more than required by the Zoning Ordinance. Said five (5) percent additional landscaping materials shall include canopy trees, understory trees and shrubs. The required and additional landscape tabulations shall be shown cumulatively on each site plan submitted for development on the Subject Property. Thus, upon submission of the site plan which causes the development on the Subject Property to exceed 700,000 square feet, the Applicant shall provide a tabulation indicating that the landscaping provided throughout the Subject Property is at least five (5) percent more landscaping than that required by the Zoning Ordinance.
2. As part of Proffer IV.B.1 above, the Applicant shall plant a hedge consisting of shrubs along the east side of Dulles Landing Drive. Said hedge shall start on the south side of the northern most full movement intersection coming from the Dulles South Boulevard (North Collector Road) within the Subject Property and end on the north side of the next full movement intersection located just to the south of said first intersection within the Subject Property, as shown on the CDP. Said hedge shall be constructed between the trail discussed in Proffer III.F.2, above, and the parking lot.
3. Additionally, in furtherance of Proffer IV.B.1 above, the Applicant shall plant a minimum of two trees in each parking lot island located at the eastern edge of the parking lot, near Dulles Landing Drive, in front of the Big Box,

identified as the "Anchor Building" on the CDP, retail space found along the Western Property Boundary.

C. TREE PRESERVATION

In order to help preserve healthy trees on site, the Applicant shall coordinate with the County Urban Forester and select a minimum of 10 healthy trees to transplant into the Route 50 buffer/berm from elsewhere on the Subject Property. The coordination, selection and temporary relocation of selected trees shall occur prior to commencement of clearing and grading on the Subject Property.

V. MAINTENANCE

The Applicant shall have among its duties, maintenance of all on-site trails, open space, private streets, low impact design facilities, and parking areas, including snow removal, trash removal, private storm drainage, and stormwater management facilities, and common areas, which include the open space, trails, and ponds.

VI. SIGNAGE

All entrance and directional signage within the retail center shall be coordinated as to lettering style and colors. A comprehensive sign package for the Property shall be submitted for review and approval by the County prior to approval of the first site plan or first record plat, whichever is first in time. Allowances shall be made to accommodate franchise trademark signs. The Applicant acknowledges that the comprehensive sign package must be approved by the County prior to the issuance of the first occupancy permit.

VII. LIGHTING

A. PARKING LOT

All parking lot lighting within the retail center shall be designed with cut-off and fully shielded lighting fixtures so that light will be directed inward and downward to prevent glare on Route 50; Dulles South Boulevard (North Collector Road); Route 606 (Loudoun County Parkway); and adjacent properties. There shall be a maximum average illumination of 3 foot-candles for the parking lots.

B. EXTERIOR BUILDING

There shall be a maximum average illumination of 5 foot-candles for lighting on the exterior of buildings and security lighting. Except for lighting needed for security or maintenance, exterior lighting shall be extinguished when a use is not open for business.

VIII. WETLANDS

The Applicant shall make application to appropriate state and federal agencies for mitigation of the loss of wetlands identified on the Subject Property. The Applicant shall provide copies of any permits and/or waivers received from said state and federal agencies to the County at time of each site plan and/or preliminary subdivision application, whichever is first time in time, and provide to the County a digital copy of the U.S. Army Corps of Engineers' approved wetlands delineation on the Subject Property. For any wetland and stream impacts determined to be unavoidable in conjunction with the permitting process, mitigation will be prioritized as follows: 1) on the Subject Property; 2) within the same Planning Policy Area; 3) within Loudoun County, subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality.

IX. BEST MANAGEMENT PRACTICES/LOW IMPACT DEVELOPMENT

In addition to the Stormwater Management Facilities shown on the Land Use Map (Sheet 5), the Applicant shall, where feasible, incorporate Low Impact Development ("LID") techniques. Such techniques may include, but not be limited to, the following: bio-retention, infiltration trenches, grass swales, constructed wetlands, dry wells, infiltration drainfields, filter strips, rain barrels, cistern collection systems, tree box filters, and exfiltration trenches or dry swales. The types and locations of LID techniques shall be identified at the time of site plan submission.

X. ESCALATOR CLAUSE

Unless otherwise stated, all cash contributions and the estimated value of construction shall escalate beginning one year after zoning approval and be adjusted effective January 1st of each year thereafter, based on the CPI as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-V A-DC-WV Consolidated Metropolitan Statistical Area with 2005 as the base year.

XI. BINDING EFFECT

The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have signed this Proffer Statement, that they have full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

[SIGNATURES COMMENCE ON NEXT PAGE]

CONDITIONS OF APPROVAL
SPEX 2008-0004
WAL-MART OUTDOOR SALES
JUNE 19, 2008

1. The subject property shall be developed in substantial conformance with the Special Exception plat dated January 15, 2008 revised through May 22, 2008 prepared by Bohler Engineering. Approval of this application does not relieve the applicant of any Zoning Ordinance, Codified Ordinance, or any other regulatory requirement.
2. Architectural features shall be provided in substantial conformance with Sheet 7 of the special exception plat.